

Division of Corporations

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419203

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4000

From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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TALLAHASSEE FLORIDA

BASIC AMENDMENT

CNL PROPERTIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2000

CNL PROPERTIES, INC.
450 S. ORANGE AVENUE
ORLANDO, FL 32801

SUBJECT: CNL PROPERTIES, INC.
REF: 419203

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000006821
Letter Number: 300A00007663

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ARTICLES OF AMENDMENT
 TO THE ARTICLES OF INCORPORATION
 OF
 CNL PROPERTIES, INC.

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Statutes, CNL PROPERTIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

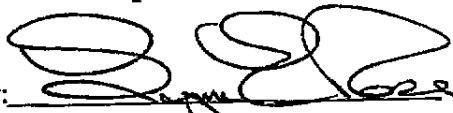
1. The name of the Corporation is CNL PROPERTIES, INC.
2. The original Articles of Incorporation for the Corporation were filed on February 16, 1973, and assigned document number 419203.
3. By written consent executed on February 9, 2000 by all of the Directors and sole Shareholder of the Corporation, respectively, the Directors and sole Shareholder have agreed that the Articles of Incorporation be amended to change the name of the Corporation to "CNL ASSET MANAGEMENT, INC." The amendment was approved by the sole Shareholder.
4. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of this Corporation shall be CNL ASSET MANAGEMENT, INC.

IN WITNESS WHEREOF, the Assistant Secretary of the Corporation has executed these Articles of Amendment this 9th day of February, 2000, on behalf of the Corporation.

CNL PROPERTIES, INC.,
 a Florida corporation

By: 
 Lynn E. Rose
 Secretary

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